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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 18605-B  
APR 21 1994 -11 05 AM  
FILED 1425  
OF COUNSEL  
MASTER

INTERSTATE COMMERCE COMMISSION

April 21, 1994

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO. 18605-C  
APR 21 1994 -11 05 AM  
FILED 1425  
INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

APR 21 10 55 AM '94

RECEIVED  
OFFICE OF THE  
SECRETARY

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies of a Memorandum of Leases and a Memorandum of Assignment of Leases, both dated as of April 20, 1994, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease and the Memorandum of Assignment of Lease, dated as of December 17, 1993, which were duly filed with the Commission under Recordation Numbers 18605 and 18605-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Lessee: Huntsman Chemical Corporation  
5100 Bainbridge Blvd  
Chesapeake, Virginia 23320

Assignee: BA Leasing & Capital Corporation  
Four Embarcadero Center, Suite 1200  
San Francisco, California 94111

*Countryman*  
*John L.*

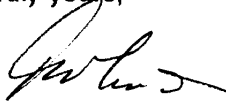
Mr. Sidney L. Strickland, Jr.  
April 21, 1994  
Page 2

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A to both of the aforesaid secondary documents.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

Huntman

RECORDATION NO. 18605-B FILED 1425

APR 21 1994 -11 05 AM

INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

---

Filed and recorded with the Interstate Commerce Commission  
pursuant to Section 11303, Title 49, United States Code on  
, at , Recordation No..

Memorandum dated as of April 20, 1994 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

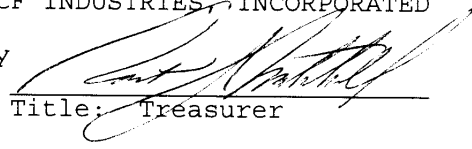
W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED

by

  
Title: Treasurer

STATE OF NEW YORK     )  
                              ) ss.:  
COUNTY OF NEW YORK    )

On this 20th day of April, 1994, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
NOTARY PUBLIC

My commission expires:

TERESA KOMENDOWSKI  
Notary Public, State of New York  
No. 4823827  
Qualified in Queens County  
Commission Expires May 31, 1995

## EXHIBIT A

<u>Lessee</u>	<u>Car Service Contract No.</u>	<u>Equipment</u> <u>Identifying Numbers</u> <u>(Both Inclusive)</u>	<u>Number</u> <u>of Cars</u>	<u>AAR</u> <u>Designation</u>
Huntsman Spec. Chem.	5982	ACFX 72522	1	T106